

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

June 13, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

20143
RECORDATION INC. FILED 1425
JUN 17 1996 -3 10 PM

JUN 17 3 06 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 13, 1996, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Gulf Coast Portland Cement Company
DBA Transenergy Grinding, Inc.
6203 Industrial Way
Houston, TX 77011

A description of the railroad equipment covered by the enclosed document is:

One-hundred fifty (150) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers TEGX 100 through TEGX 249, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

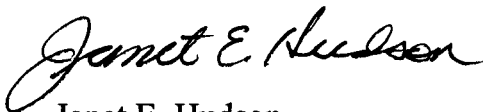
June 13, 1996

Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 13, 1996 between Greenbrier Leasing Corporation, Lessor, and Gulf Coast Portland Cement Company DBA Transenergy Grinding, Inc., Lessee, covering one-hundred fifty (150) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers TEGX 100 through TEGX 249, inclusive.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

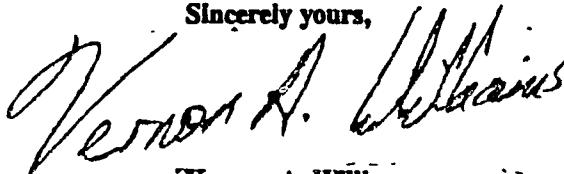
6/17/96

Janet E. Hudson
The Greenbrier Companies, Inc.
One Centerpointe Drive, Ste. 200
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/17/96 at 3:10PM, and assigned recordation number(s). 20143, 20143-A, 20143-B and 20143-C.

Sincerely yours,

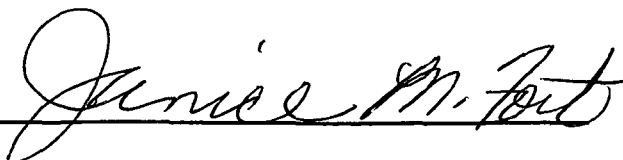


Vernon A. Williams
Secretary

Enclosure(s)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. **20143** FILED 1426

JUN 17 1996 - 8 10 PM

INTERSTATE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

***GULF COAST PORTLAND CEMENT COMPANY
DBA TRANSENERGY GRINDING, INC. ("LESSEE")***

MARCH 13, 1996

Memorandum of a Lease Agreement made and entered into as of March 13, 1996 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Gulf Coast Portland Cement Company, dba Transenergy Grinding, Inc., a Delaware corporation ("Lessee")

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred fifty (150) 100-ton Plate E 5250 cubic-foot covered hopper railcars bearing marks and numbers as follows:

TEGX 100 through TEGX 249, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

LESSOR: Greenbrier Leasing Corporation

LESSEE: Gulf Coast Portland Cement Company, dba
Transenergy Grinding, Inc.

By: Norman M. Webb

By: [Signature]

Title: Executive Vice President

Title: President

STATE OF OREGON

)
) ss.

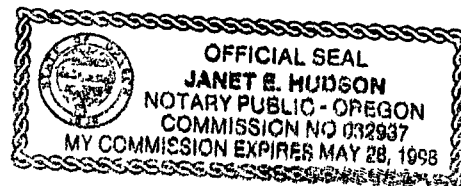
COUNTY OF CLACKAMAS

)

On this 7th day of June, 1996, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires. 5/28/96



STATE OF

Texas

)
) ss.

COUNTY OF

Harris

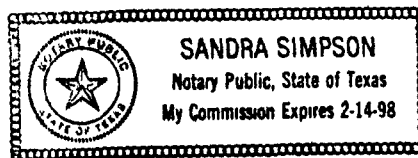
)

On this 9th day of May, 1996, before me personally appeared Galo Macias, to me personally known, who being by me duly sworn, says that he is the President of Gulf Coast Portland Cement Company, dba Transenergy Grinding, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sandra Simpson
NOTARY PUBLIC

My commission expires:

2-14-98



WORDLEASE96L0311611 GCP